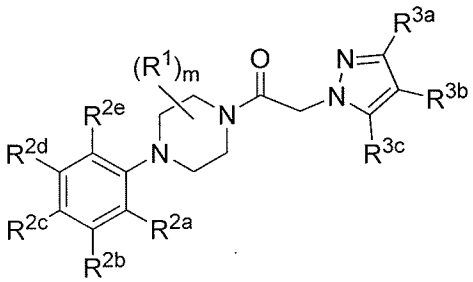
Amendments to the Claims:

The following is a complete list of claims indicating the changes incorporated by the present amendment and replacing all prior versions of the claims. Any claims canceled herein and all deletions made in claims that are not canceled herein are done so without prejudice to being re-instituted at a later date in this or a related application.

Listing of Claims:

1.-17. (Canceled)

18. (Previously Presented) A compound having the formula:



wherein the subscript m is 0 or 1;

R^1 is C_{1-4} alkyl;

R^{2a}, R^{2b}, R^{2c}, R^{2d} and R^{2e} are each members independently selected from the group consisting of hydrogen, halogen, $-OR^c$, $-NR^cR^d$, $-SR^c$, $-R^e$, $-CN$, $-NO_2$, $-CO_2R^c$, $-CONR^cR^d$, $-C(O)R^c$, $-OC(O)NR^cR^d$, $-NR^dC(O)R^c$, $-NR^dC(O)_2R^e$, $-NR^c-C(O)NR^cR^d$, $-S(O)R^e$, $-S(O)_2R^e$, $-NR^cS(O)_2R^e$, $-S(O)_2NR^cR^d$, $-N_3$, $-X^2OR^c$, $-O-X^2OR^c$, $-X^2NR^cR^d$, $-O-X^2NR^cR^d$, wherein X^2 is C_{1-4} alkylene, and each R^c and R^d is independently selected from hydrogen, C_{1-8} alkyl, C_{1-8} haloalkyl, and C_{3-6} cycloalkyl, or optionally R^c and R^d when attached to the same nitrogen atom can be combined with the nitrogen atom to form a five or six-membered ring having from 0 to 1 additional heteroatoms selected from N and O as ring members; and each R^e is independently selected from the group consisting of C_{1-8} alkyl, C_{1-8} haloalkyl, and C_{3-6} cycloalkyl, such that at least two of R^{2a}, R^{2b}, R^{2c}, R^{2d} and R^{2e} are H;

R^{3a}, R^{3b} and R^{3c} are each members independently selected from the group consisting of hydrogen, halogen, $-OR^f$, $-NR^fR^g$, $-SR^f$, $-R^h$, $-CN$, $-NO_2$, $-CO_2R^f$, $-CONR^fR^g$, $-C(O)R^f$, $-X^3OR^f$, $-X^3OC(O)R^f$, $-X^3NR^fR^g$, $-X^3SR^f$, $-X^3CN$, $-X^3NO_2$, $-X^3CO_2R^f$, $-X^3CONR^fR^g$, $-X^3C(O)R^f$,

$-X^3NR^gC(O)R^f$, $-X^3NR^gC(O)_2R^h$, $-X^3NR^f$-$C(O)NR^fR^g$, -Y, $-X^3Y$, and $-X^3N_3$, wherein Y is selected from the group consisting of furanyl, pyridyl, pyrimidinyl, pyrazinyl, pyridizinyl, pyrazolyl, imidazolyl, thiazolyl, oxazolyl, isoxazolyl, isothiazolyl, triazolyl, tetrazolyl and oxadiazolyl, optionally substituted with from one to three substituents selected from the group consisting of halogen, $-OR^f$, and $-R^h$, and wherein each X^3 is independently C_{1-4} alkylene, and each R^f and R^g is independently selected from hydrogen, C_{1-8} alkyl, C_{1-8} haloalkyl, and C_{3-6} cycloalkyl, or when attached to the same nitrogen atom can be combined with the nitrogen atom to form a five or six-membered ring having from 0 to 1 additional heteroatoms selected from N and O as ring members, and each R^h is independently selected from the group consisting of C_{1-8} alkyl, C_{1-8} haloalkyl, and C_{3-6} cycloalkyl, wherein at least one of R^{3a}, R^{3b} and R^{3c} is selected from the group consisting of -Y and $-X^3$-Y, and wherein at least one of R^{3a}, R^{3b} and R^{3c} is selected from the group consisting of halogen, C_{1-4} alkyl and C_{1-4} haloalkyl.

19. (Canceled)

20. (Original) A compound of claim **18**, wherein m is 0 or 1; at least one of R^{2a} and R^{2e} is hydrogen.

21. (Original) A compound of claim **18**, wherein R^{3b} is halogen.

22. (Canceled)

23. (Canceled)

24. (Previously Presented) A compound of claim 18, wherein R^{2d} is hydrogen and at least two of R^{3a}, R^{3b} and R^{3c} are selected from the group consisting of halogen, C_{1-4} alkyl and C_{1-4} haloalkyl.

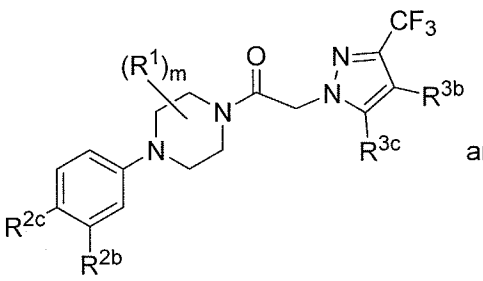
25. (Original) A compound of claim **24**, wherein R^{2c} is selected from the group consisting of F, Cl, Br, CN, NO_2, CO_2CH_3, $C(O)CH_3$ and $S(O)_2CH_3$, and each of R^{3a}, R^{3b} and R^{3c} is other than hydrogen.

26. (Previously Presented) A compound of claim **18**, wherein R^{2a} and R^{2e} are each hydrogen.

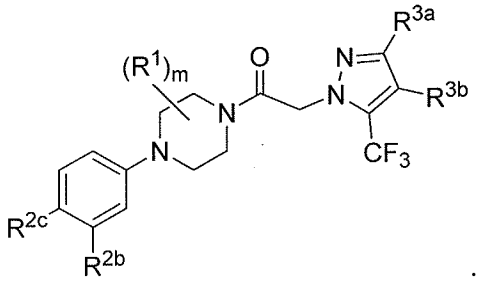
27.-29. (Canceled)

30. (Previously Presented) A compound of claim **18**, wherein R^{2b} and R^{2e} are each hydrogen.

31. (Original) A compound of claim **18**, having a formula selected from the group consisting of:



and



32. (Canceled)

33. (Previously Presented) A compound of claim **31**, wherein R^{3c} and R^{3a} are each independently selected from the group consisting of halogen, $-NR^fR^g$, $-SR^f$, $-CO_2R^f$, -Y and $-R^h$, wherein R^h is C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-6} cycloalkyl.

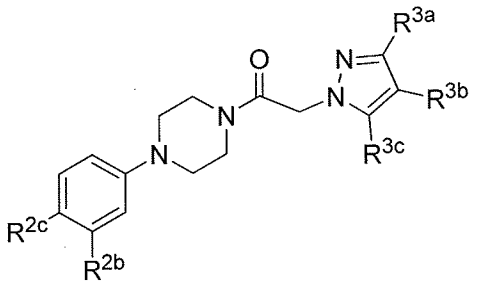
34. (Original) A compound of claim **33**, wherein R^{3b} is halogen.

35. (Original) A compound of claim **31**, wherein m is 0.

36. (Canceled)

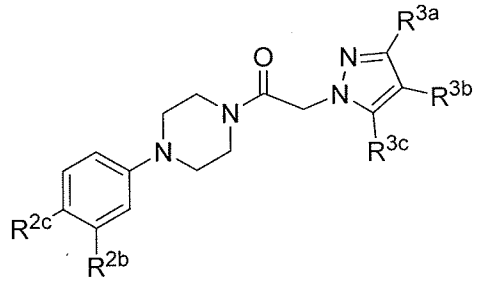
37. (Previously Presented) A compound of claim **31**, wherein R^{2b} is selected from the group consisting of $-SR^c$, $-O-X^2-OR^c$, $-X^2-OR^c$, $-R^e$, $-OR^c$, $-NR^cR^d$, and $-NR^cSO_2R^e$.

38. (Original) A compound of claim **18**, having the formula:



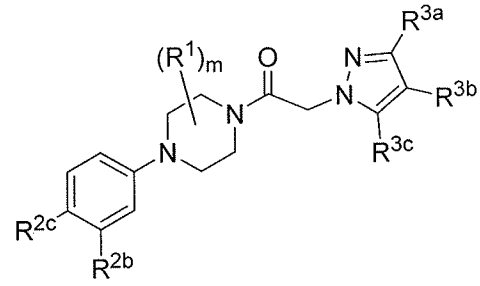
wherein R^{2c} is halogen, cyano or nitro; R^{2b} is selected from $-SR^c$, $-O-X^2-OR^c$, $-X^2-OR^c$, $-R^e$, $-OR^c$, $-NR^cR^d$, $-NR^cS(O)_2R^e$ and $-NR^dC(O)R^c$; R^{3a} is selected from the group consisting of NH_2, CF_3, SCH_3 and Y; R^{3b} is chloro or bromo; and R^{3c} is selected from the group consisting of C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-6} cycloalkyl.

39. (Original) A compound of claim **18**, having the formula:



wherein R^{2c} is halogen, cyano or nitro; R^{2b} is selected from $-SR^c$, $-O-X^2-OR^c$, $-X^2-OR^c$, $-R^e$, $-OR^c$, $-NR^cR^d$, $-NR^cS(O)_2R^e$ and $-NR^dC(O)R^c$; R^{3a} is selected from the group consisting of C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-6} cycloalkyl; R^{3c} is selected from the group consisting of NH_2, CF_3, SCH_3 and Y; and R^{3b} is chloro or bromo.

40. (Previously Presented) A compound of claim **18**, having the formula:

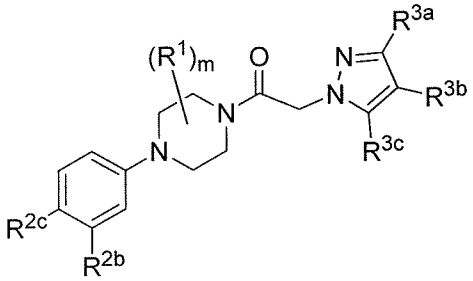


wherein R^{2c} is halogen, cyano or nitro; R^{2b} is selected from $-SR^c$, $-O-X^2-OR^c$, $-X^2-OR^c$, $-R^e$, $-OR^c$, $-NR^cR^d$, $-NR^cS(O)_2R^e$ and $-NR^dC(O)R^c$; R^{3a} is selected from the group consisting of NH_2, CF_3, SCH_3

and Y; R^{3b} is chloro or bromo; and R^{3c} is selected from the group consisting of C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-6} cycloalkyl.

41. (Previously Presented) A compound of claim **40**, wherein R^1, when present, is methyl.

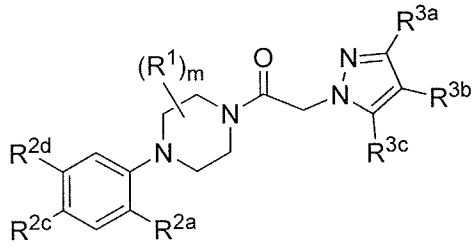
42. (Previously Presented) A compound of claim **18**, having the formula:



wherein R^{2c} is halogen, cyano or nitro; R^{2b} is selected from $-SR^c$, $-O-X^2-OR^c$, $-X^2-OR^c$, $-R^e$, $-OR^c$, $-NR^cR^d$, $-NR^cS(O)_2R^e$ and $-NR^dC(O)R^c$; R^{3a} is selected from the group consisting of C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-6} cycloalkyl; R^{3c} is selected from the group consisting of NH_2, CF_3, SCH_3 and Y; and R^{3b} is chloro or bromo.

43. (Previously Presented) A compound of claim **42**, wherein R^1, when present, is methyl.

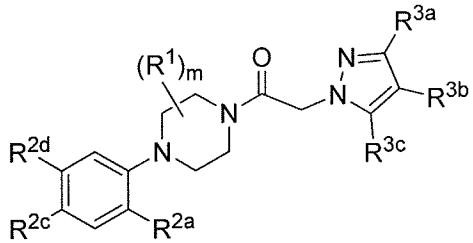
44. (Previously Presented) A compound of claim **18**, having the formula:



wherein R^{2a} is other than hydrogen; R^{2c} is halogen, cyano or nitro; R^{2d} is selected from $-SR^c$, $-O-X^2-OR^c$, $-X^2-OR^c$, $-R^e$, $-OR^c$, $-NR^cR^d$, $-NR^cS(O)_2R^e$ and $-NR^dC(O)R^c$; R^{3a} is selected from the group consisting of C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-6} cycloalkyl; R^{3b} is chloro or bromo; and R^{3c} is selected from the group consisting of NH_2, CF_3, SCH_3 and Y.

45. (Previously Presented) A compound of claim **44**, wherein R^1, when present, is methyl.

46. (Previously Presented) A compound of claim **18**, having the formula:



wherein R^{2a} is other than hydrogen; R^{2c} is halogen, cyano or nitro; R^{2d} is $-SR^c$, $-O-X^2-OR^c$, $-X^2-OR^c$, $-R^e$, $-OR^c$, $-NR^cR^d$, $-NR^cS(O)_2R^e$ and $-NR^dC(O)R^c$; R^{3a} is selected from the group consisting of NH_2, CF_3, SCH_3 and Y; R^{3b} is chloro or bromo; and R^{3c} is selected from the group consisting of C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-6} cycloalkyl.

47. (Previously Presented) A compound of claim **46**, wherein R^1, when present, is methyl.

48.-52. (Canceled)

53. (Previously Presented) A pharmaceutical composition comprising a pharmaceutically acceptable excipient and a compound of claim 18.